

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:

CAESARS ENTERTAINMENT
OPERATING COMPANY, INC.¹

Debtor.

Chapter 11

Case No. 15-01145 (ABG)

(Jointly Administered)

**THE OFFICIAL COMMITTEE OF SECOND PRIORITY NOTEHOLDERS'
THIRD AMENDED LIST OF EXHIBITS**

The Official Committee of Second Priority Noteholders (the “Noteholder Committee”), in accordance with this Court’s April 14, 2015 Amended Final Pretrial Order [Dkt No. 1157], hereby provides its third amended list of proposed exhibits and related descriptions for the April 23, 2015 evidentiary hearing concerning the Debtors’ Application to Retain Kirkland & Ellis LLP and Kirkland & Ellis International (“K&E”) as counsel to include an additional exhibit that is a summary of certain information produced by K&E to the Noteholder Committee today.

The Noteholder Committee identifies the following exhibits that it may introduce at the hearing:

¹ Due to the large number of Debtors in these jointly-administered cases, a complete list of the Debtors is not provided herein, but is available at <https://cases.primeclerk.com/CEOC>, the website of the Debtors’ claims and noticing agent.

No.	EXHIBIT DESCRIPTION
1.	Apollo and TPG Related Entity Fee Receipts (KE 001356)
2.	Kirkland & Ellis Website – Sponsor Representations, Summary Chart
3.	Debtors’ Joint Plan of Reorganization (Dkt. 555)
4.	Pitch Materials Produced by Kirkland & Ellis, Summary Chart
5.	Presentation to CEOC, dated June 2014 (KE 000946)
6.	Appendix B of Presentation to CEOC (Corporate Structure) (KE 002491)
7.	Metadata of Presentation to CEOC
8.	Federal Express Confirmation, dated June 26, 2014 (KE 002496)
9.	Executed CEOC Retention Letter, dated September 2, 2014 (KE 000287 – KE 000297)
10.	Email from Sprayregen to Lambert, dated August 27, 2014 (KE 001121)
11.	CEOC Resolutions of the Board of Directors, and Exhibits (KE 001077 – KE 001110)
12.	Caesars Entertainment Corporation, Proxy Statement, filed April 30, 2014
13.	CEOC Corporate Ownership Statement (Dkt. 1)
14.	CEOC Memorandum in Support of Chapter 11 Petitions, and Exhibits (Dkt. 4)
15.	CEOC Motion to Appoint a Disinterested Person to be Appointed by the Office of the U.S. Trustee as Examiner, and Exhibits (Dkt. 363)
16.	Kirkland & Ellis Website Pages Containing Certain Professionals’ Profiles (Dkt. 367-9)
17.	CEOC Application to Employ Kirkland & Ellis, Retention Application, and Exhibits (Dkt. 381)
18.	Declaration of David R. Seligman in Support of Debtors’ Application to Employ Kirkland & Ellis (Dkt. 381-3)
19.	Declaration of Mary E. Higgins in Support of Debtors’ Application to Employ Kirkland & Ellis (Dkt. 381-4)
20.	Debtors’ Reply to Objection to Kirkland & Ellis’s Retention, and Exhibits (Dkt. 540)
21.	Supplemental Declaration of David R. Seligman in Support of Debtors’ Application to Employ Kirkland & Ellis (Dkt. 540-1)
22.	Apollo and TPG Adversity in K&E Debtor Representations, and Exhibits (Dkt. 540-3)
23.	CEOC Bylaws (Dkt. 540-4)
24.	Debtors’ Reply To Objection To Mesirow Financial Consulting’s Retention (Dkt. 545)
25.	Disclosure Statements for Debtors’ Joint Plan of Reorganization (Dkt. 556)
26.	Debtors’ Supplemental Memorandum in Support of Debtors’ Retention of Kirkland & Ellis, and Exhibits (Dkt. 707)
27.	Second Supplemental Declaration of David R. Seligman in Support of Debtors’ Application to Employ Kirkland & Ellis (Dkt. 707-1)
28.	Statement of Financial Affairs for Caesars Entertainment Operating Company, Inc. (Dkt. 882-1)
29.	Objections and Responses to Amended Document Requests, dated March 13, 2015
30.	Email from Hackney to Stewart, dated March 20, 2015
31.	Letter from Hackney to Stewart, dated March 31, 2015

No.	EXHIBIT DESCRIPTION
32.	Email from Hackney to Stewart, dated April 3, 2015
33.	Email from Hackney to Stewart and Levinson, dated April 14, 2015
34.	Email from Hackney to Levinson, dated April 15, 2015
35.	Email from Hackney to Stewart, dated April 16, 2015
36.	Complaint, <i>CEOC v. Appaloosa Investment Limited Partnership I</i> , No. 652392 (N.Y. Sup. Ct. Aug. 5, 2014)
37.	Amended and Supplemental Complaint, <i>CEOC v. Appaloosa Investment Limited Partnership I</i> , No. 652392 (N.Y. Sup. Ct. Sept. 15, 2014)
38.	Adversary Proceeding Complaint, <i>Twin River Worldwide Holdings, Inc. v. Sola Ltd et al.</i> , No. 15-ap-01003 (Bankr. D.R.I. Jan. 21, 2015)
39.	Exhibit A to Adversary Proceeding Complaint, <i>Twin River Worldwide Holdings, Inc. v. Sola Ltd et al.</i> , No. 15-ap-01003 (Bankr. D.R.I. Jan. 21, 2015)
40.	Letter from James Sprayregen to Ron Cami, dated October 27, 2011 (KE 000121)
41.	TPG Growth II, L.P. Conflict Waiver for Evolution Media Matter, dated June 4, 2014 (KE 000044 – KE 000046)
42.	TPG Growth Conflict Waiver for J.A. Cosmetics Matter, dated June 23, 2014 (KE 000238 – KE 000240)
43.	TPG Growth Conflict Waiver for Artel Holdings Matter, dated March 17, 2014 (KE 000243 – KE 000245)
44.	TPG Growth Conflict Waiver for Angie's Holdings Matter, dated October 8, 2014 (KE 000254 – 000256)
45.	EFH Retention Letter, dated June 19, 2012 (KE 0001279 – KE 001289)
46.	TPG Capital, L.P. Conflict Waiver for EFH Proceedings, dated April 5, 2014 (KE 001357 - KE 001359)
47.	Conflict Waiver for Certain TPG Funds, dated July 3, 2014 (KE 000235 - KE 000237)
48.	Conflict Waiver for Certain Apollo Funds, dated July 3, 2014 (KE 000231 - KE 000234)
49.	Email from Paul Basta to David Sambur, dated August 28, 2014 (KE 001125)
50.	Unexecuted Apollo Global Management Conflict Waiver (KE 001126 - KE 001127)
51.	K&E Invoice No. 4506472 to CEOC, dated September 18, 2014 (KE 001272)
52.	K&E Invoice No. 4531979 to CEOC, dated September 23, 2014 (KE 001273)
53.	K&E Invoice No. 4541593 to CEOC, dated October 16, 2014 (KE 001265)
54.	K&E Invoice No. 4555121 to CEOC, dated November 17, 2014 (KE 001270)
55.	K&E Invoice No. 4569396 to CEOC, dated December 16, 2014 (KE 001271)
56.	K&E Invoice No. 4581295 to CEOC, dated January 13, 2015 (KE 001266)
57.	K&E Invoice No. 4593762 to CEOC, dated January 15, 2015 (KE 001267)
58.	K&E Invoice No. 4581219R to CEOC, dated December 19, 2014 (KE 001268)
59.	K&E Invoice No. 4581295R to CEOC, dated January 9, 2015 (KE 001269)
60.	Incoming Wire Detail, dated July 30, 2014, September 4, 2014, December 23, 2014, and January 12, 2015 (KE 002492 - KE 002495)
61.	Incoming Wire Detail, dated October 3, 2014, October 21, 2014, December 4, 2014, and December 22, 2014 (KE 002497 – KE 002500)

No.	EXHIBIT DESCRIPTION
62.	Email from Donovan to Seligman, dated June 27, 2014 (KE 002372)
63.	Email from Donavan to Seligman, dated July 3, 2014 (KE 002377)
64.	Email from Seligman to Donovan and Wiegand, dated July 9, 2014 (KE 002391)
65.	Email from Wiegand to Seligman, Donovan, Lambert, dated July 15, 2014 (KE 002406 - KE 002407)
66.	Redacted Email from Seligman to Donovan, dated August 6, 2014 (KE 002444 - KE 002447)
67.	Redacted Email from Seligman to Donovan, dated August 6, 2014 (KE 002501 - KE 002504)
68.	Redacted Email from Seligman to Donovan, dated August 6, 2014 (KE 002505 - KE 002508)
69.	Email from Scott Lerner to Geoffrey Stewart, et al., dated January 20, 2015, and attachments
70.	Email from Scott Lerner to Geoffrey Stewart, et al., dated January 21, 2015, and attachments
71.	Email from Scott Lerner to Geoffrey Stewart, et al., dated January 22, 2015, and attachments
72.	Kirkland & Ellis Ethical Wall Memorandum (KE 002488 – KE 002490)
73.	Involuntary Petition, <i>In re Caesars Entertainment Operating Company, Inc.</i> , No. 15-10047-KG (Bankr. D. Del. Jan. 12, 2015)
74.	Statement of Petitioning Creditors in Support of Involuntary Chapter 11 Petition against Caesars Entertainment Operating Company, Inc., <i>In re Caesars Entertainment Operating Company, Inc.</i> , No. 15-10047-KG (Bankr. D. Del. Jan. 12, 2015)
75.	Email from Poppetti to Basta, Greenblatt, Seligman, and Dahl, dated January 12, 2015
76.	January 16, 2015 Hearing Transcript, <i>In re CEOC, Inc.</i> , No. 15-10047 (Bankr. D. Del.)
77.	January 26, 2015 Hearing Transcript, <i>In re CEOC, Inc.</i> , No. 15-10047 (Bankr. D. Del.)
78.	Deposition Transcript of James Sprayregen, dated April 10, 2015
79.	Drafts and Versions of CEOC Pitch Materials (Not Produced; Subject of Motion to Compel)
80.	Caesars Entertainment Operating Company, Inc. Form 10-Q, filed November 14, 2014
81.	Caesars Entertainment Operating Company, Inc., Form 8-K, filed June 27, 2014
82.	Letter from Kopecky to Bonderman Re: Retention to Provide Legal Services, dated January 24, 2013 (KE 002513 – KE 002516)
83.	Letter from Sprayregen to Bonderman Re: Withdrawal of Representation and Waiver of Past, Present and Future Conflicts dated April 17, 2015 (KE 002511 – KE 002512)
84.	Rule 1006 Summary Regarding Kirkland & Ellis LLP Pre-Voluntary Petition Payments and Statements of Legal Services Rendered (KE 002509)
85.	CEOC and CEC Corporate Ownership Chart (KE 002510)
86.	Presentation by Kirkland & Ellis (32110024_1.PPTX)
87.	Presentation by Kirkland & Ellis (32110024_2.PPTX)
88.	Presentation by Kirkland & Ellis (32110024_3.PPTX)
89.	Presentation by Kirkland & Ellis (32110024_4.PPTX)
90.	Presentation by Kirkland & Ellis (32110024_5.PPTX)

No.	EXHIBIT DESCRIPTION
91.	Presentation by Kirkland & Ellis (32110024_6.PPTX)
92.	Presentation by Kirkland & Ellis (32110024_7.PPTX)
93.	Presentation by Kirkland & Ellis (32110024_8.PPTX)
94.	Presentation by Kirkland & Ellis (32110024_9.PPTX)
95.	Presentation by Kirkland & Ellis (32110024_10.PPTX)
96.	Presentation by Kirkland & Ellis (32110024_11.PPTX)
97.	Presentation by Kirkland & Ellis (4057390_1.PPTX)
98.	Spreadsheet from Kirkland & Ellis (MetadataReport.xlsx)
99.	Rule 1006 Summary Chart of Pitchbook Metadata

The Noteholder Committee reserves the right to (i) use any exhibit listed by any other party on its exhibit list and (ii) introduce any exhibit for cross examination or rebuttal purposes.

Dated: April 20, 2015
Chicago, Illinois

Respectfully submitted,

/s/Timothy W. Hoffmann

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